

**ARTICLES OF ORGANIZATION**  
**OF**  
**GOLDSMITH MANAGEMENT, LLC.**

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby proposes to form a limited liability company pursuant to the Kentucky Limited Liability Company Act, Chapter 275 of the Kentucky Revised Statutes and files therefore the following Articles of Organization:

**ARTICLE I**

The name of the company shall be Goldsmith Management, LLC, hereinafter "the company".

**ARTICLE II**

The street address of the Company's initial registered office and the name of its initial registered agent at that office are Vincent F. Heuser, Jr., 3600 Goldsmith Lane, Louisville, KY 40220.

**ARTICLE III**

The mailing address of the company's principal office is 3600 Goldsmith Lane, Louisville, KY 40220.

**ARTICLE IV**

The company is to be managed by its members. The initial member is LCR Broadcasting, LLC.

**ARTICLE V**

The duration of the Company is perpetual.

**ARTICLE VI**

To the fullest extent permitted by law, the Company shall indemnify each member, manager or officer of the Company against expenses (including attorneys' fees), judgments, taxes, penalties, fines (including any excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by such member, manager or officer in connection with defending any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which such member, manager or officer is, or is threatened to be made, a party because such member, manager or officer is or was a member, manager or officer of the Company. The indemnification against Liability and advancement of expenses granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled. The Company may purchase and maintain insurance on behalf of an individual who is or was a member, manager, officer, employee or agent of the Company.

#### ARTICLE VII

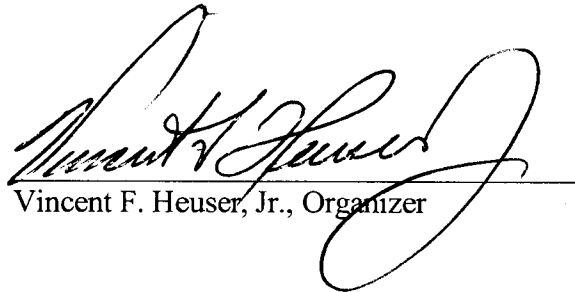
The purposes for which the Company is organized include the transaction of all lawful business in which Kentucky limited liability companies are permitted to be engaged.

#### ARTICLE VIII

The name and mailing address of the organizer is Vincent F. Heuser, Jr., 3600 Goldsmith Lane, Louisville, Kentucky 40220.

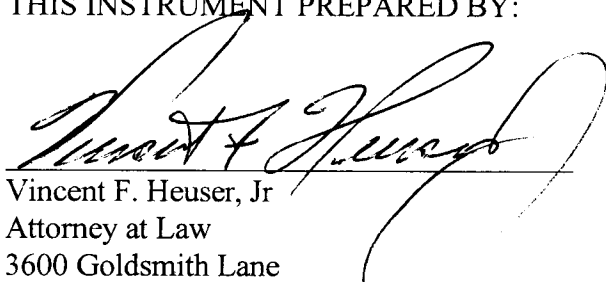
IN WITNESS WHEREOF, this 3<sup>RD</sup> day of April, 2014, the incorporator has affixed his signature.

Respectfully submitted,



Vincent F. Heuser, Jr., Organizer

THIS INSTRUMENT PREPARED BY:



Vincent F. Heuser, Jr  
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